

GENERAL POWER OF ATTORNEY

I, Leonard C. Herr, residing at 13231 Braybourne Pkwy, Olive Branch, MS 38654, hereby appoint my wife, Juanice J. Herr of 13231 Braybourne Pkwy, Olive Branch, MS 38654 as my Attorney-in-Fact ("Agent").

If my Agent is unable to serve for any reason, or if my Agent is currently my spouse and we become separated legally or our marriage is dissolved, I designate John S. Herr, of 4859 Mariner's Ct., Galesville, MD, 20765-0377, as my successor Agent.

I hereby revoke any and all general powers of attorney and special powers of attorney that previously have been signed by me. However, the preceding sentence shall not have the effect of revoking any powers of attorney that are directly related to my health care that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf. This power and authority shall authorize my Agent to manage and conduct all of my affairs and to exercise all of my legal rights and powers, including all rights and powers that I may acquire in the future. My Agent's powers shall include, but not be limited to, the power to:

1. Open, maintain or close bank accounts (including, but not limited to, checking accounts, savings accounts, and certificates of deposit), brokerage accounts, and other similar accounts with financial institutions.

a. Conduct any business with any banking or financial institution with respect to any of my accounts, including, but not limited to, making deposits and withdrawals, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation or political entity.

b. Perform any act necessary to deposit, negotiate, sell or transfer any note, security, or draft of the United States of America, including U.S. Treasury Securities.

c. Have access to any safe deposit box that I might own, including its contents.

2. Sell, exchange, buy, invest, or reinvest any assets or property owned by me. Such assets or property may include income producing or non-income producing assets and property, including real property.

3. Purchase and/or maintain insurance, including life insurance upon my life or the life of any other appropriate person.

LH-Declarant: John S. Herr

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4. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity.
5. Enter into binding contracts on my behalf.
6. Exercise all stock rights on my behalf as my proxy, including all rights with respect to stocks, bonds, debentures, or other investments.
7. Maintain and/or operate any business that I may own.
8. Employ professional and business assistance as may be appropriate, including attorneys, accountants, and real estate agents.
9. Sell, convey, lease, mortgage, manage, insure, improve, repair, or perform any other act with respect to any of my property (now owned or later acquired) including, but not limited to, real estate and real estate rights (including the right to remove tenants and to recover possession). This includes the right to sell or encumber any homestead that I now own or may own in the future.

If the Agent is my spouse, then I also hereby appoint John S. Herr, of Galesville, Maryland as my Substitute Agent solely for the purpose of releasing any dower or other inchoate interest I might have in any property, including my homestead.

10. Prepare, sign, and file documents with any governmental body or agency, including, but not limited to, authorization to:

- a. Prepare, sign and file income and other tax returns with federal, state, local, and other governmental bodies.
- b. Obtain information or documents from any government or its agencies, and negotiate, compromise, or settle any matter with such government or agency (including tax matters).
- c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including military and social security benefits).

LH-Declarant: 

This Power of Attorney shall be construed broadly as a General Power of Attorney. The listing of specific powers is not intended to limit or restrict the general powers granted in this Power of Attorney in any manner.

I hereby grant to my Agent full right, power and authority to do every act, deed and thing necessary or advisable to be done concerning the above powers, as fully as I could do if personally present and acting.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney.

I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of My Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective upon written certification by my physician that I am disabled or that I lack sufficient mental competence to understand and handle my financial and personal affairs, and shall not be affected by my disability or lack of mental competence, except as may be provided otherwise by an applicable state statute. This is a Durable Power of Attorney. This Power of Attorney shall continue effective until my death. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

--- END ---

LH-Declarant: JCH

Dated August 12, 2003, at Olive Branch, Mississippi.

Leonard C. Herr

Leonard C. Herr

Shirley Wilkes

Witness Signature

Donna J. Herr

Witness Signature

STATE OF MISSISSIPPI, COUNTY OF DESOTO:

The foregoing instrument was acknowledged before me this 12th day of August, 2003 by Leonard C. Herr, who is personally known to me or who has produced MILITARY ID as identification.

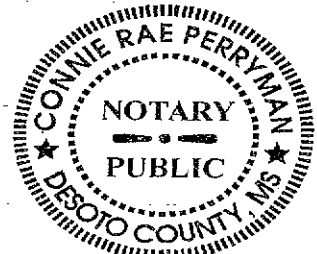
Connie Rae Perryman

Signature of person taking acknowledgment

Connie Rae Perryman

Name typed, printed, or stamped

MY COMMISSION EXPIRES:
OCTOBER 29, 2005



Loan Secretary - BancorpSouth, Olive Branch

Title or rank

Serial number (if applicable)

This document was prepared by: Leonard C. Herr
13231 Braybourne Pkwy
Olive Branch, MS 38654,

662-890-0677

Copies of this document have been provided to my Agent,
Juanice J. Herr and to my Substitute Agent, John S. Herr

LH-Declarant: John S. Herr